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TALLAHASSEE, FLORIDA

Amend

I ALBRITTON

FEB 28 2017

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Westchase Community Association, Inc.

DOCUMENT NUMBER: N42523

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jonathan J. Ellis, Esq.

(Name of Contact Person)

Shumaker, Loop & Kendrick, LLP

(Firm/ Company)

101 East Kennedy Blvd.

(Address)

Tampa, FL 33602

(City/ State and Zip Code)

jellis@slk-law.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Abby Baker

at

813

227-2320

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- ☒ \$35 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☐ \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 20, 2017

JONATHAN J. ELLIS, ESQ.
SHUMAKER LOOP & KENDRICK LLC
101 EAST KENNEDY BLVD
TAMPA, FL 33602

SUBJECT: WESTCHASE COMMUNITY ASSOCIATION, INC.
Ref. Number: N42523

We have received your document for WESTCHASE COMMUNITY ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The attached Articles must be entitled Amendment to the Articles of Incorporation or Amended Articles of Incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 217A00003218

*Corrected.
Thank You.*

17 FEB 20 12:00 PM
RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

Westchase Community Association, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N42523

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

See Attached **Exhibit A**. With respect to the Amendments, text to be deleted is indicated by strikethrough (~~strikethrough~~) and text to be added is indicated by a double underline (underline). Ellipses (. . .) indicate that the language omitted by the ellipsis shall remain unchanged.

The date of each amendment(s) adoption:
date this document was signed.

January 10, 2017

if other than the

Effective date if applicable:

January 10, 2017

(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s)

(CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated

1-19-2017

Signature

W. Ruben Collazo

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Ruben Collazo

(Typed or printed name of person signing)

President

(Title of person signing)

FILED
2017 FEB 28 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED ARTICLES OF INCORPORATION

FOR

WESTCHASE COMMUNITY ASSOCIATION, INC.
(A Florida Corporation Not-for-Profit)

The undersigned, by these Articles associate themselves for the purpose of forming a corporation not-for-profit under Chapters 617 and 720, Florida statutes, and certify as follows:

Article 1. Name. The name of the Corporation is Westchase Community Association, Inc. For convenience, the Corporation shall be referred to in this instrument as the "Association".

Article 2. Duration. The Association shall have perpetual duration.

Article 3. Purposes and Powers.

A. The Association does not contemplate pecuniary gain or benefit, direct or indirect, to its members. In way of explanation and not of limitation, the purposes for which it is formed are:

(i) to be and constitute the Association to which reference is made in the Declaration of Covenants, Conditions and Restrictions for Westchase, recorded in the official records of Hillsborough County, Florida, as amended from time to time, (hereinafter the "Declaration"), to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the By-Laws, and as provided by law; and

(ii) to provide an entity for the furtherance of the interests of the owners of property subject to the Declaration.

B. The Association is created pursuant to the Declaration and these Articles of Incorporation and is not intended to be, nor shall it be deemed to be, a condominium association within the meaning of Florida Statutes, Chapter 718.

C. In furtherance of its purposes, the Association shall have the following powers, which, unless indicated otherwise by the Declaration or By-Laws, may be exercised by the Board of Directors:

(i) all of the powers conferred upon a corporation not-for-profit by common law and the statutes of the State of Florida in effect from time to time;

(ii) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, or the Declaration, including, without limitation, the following:

(a) to fix and to collect assessments or other charges to be levied against the property subject to the Declaration;

(b) to manage, control, operate, maintain, repair, and improve the common areas and facilities, and any property subsequently acquired by the Association, or any property owned by another, for which the Association, by rule, regulation, declaration, or contract, has a right or duty to provide such services;

(c) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or By-Laws;

(d) to engage in activities which will actively foster, promote, and advance the common interests of all owners of property subject to the Declaration;

(e) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association;

(f) to borrow money for any purpose subject to such limitations as may be contained in the By-Laws;

(g) to enter into, make, perform, and enforce contracts of every kind and description, including any contract between the Association and the owner of any recreational facility for the use of any part or all of such facility by all the members of the Association;

(h) to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(i) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;

(j) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration; and

(k) to provide any and all supplemental municipal services as may be necessary or proper.

D. The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article 3 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article 3.

Article 4. Membership.

A. The Association shall be a membership corporation without certificates or shares of stock. ~~There shall be two classes of membership as more fully set forth in the Declaration.~~

B. Membership is appurtenant to and inseparable from ownership of a unit subject to the Declaration. All unit owners, by virtue of their ownership of such units, are members of the Association and shall be entitled to vote in accordance with the provisions set forth in the Declaration, except there shall be no vote for any unit owned by the Association. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

C. Change of membership in the Association shall be established by recording in the official records of Hillsborough County, Florida, a deed or other instrument establishing record title to property subject to the Declaration. The owner designated by such instrument shall automatically become a member of the Association and the membership of the prior owner shall thereby be terminated.

D. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance of his/her unit.

Article 5. Board of Directors.

A. The business and affairs of the Association shall be conducted, managed, and controlled by a Board of Directors. ~~The Board shall consist of not less than three (3) nor more than five (5) members. The number~~

of Directors in the Association may be any odd number not less than seven (7) or more than eleven (11) as set forth in the By-Laws.

B. ~~The names and addresses of the members of the initial Board of Directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:~~

| | |
|---|---|
| William L. Bishop | Thomas J. Sandridge, III |
| 1509 Swann Avenue, Suite 230 | 1509 Swann Avenue, Suite 230 |
| Tampa, Florida 33606 | Tampa, Florida 33606 |

~~Nancy E. Warnke
1509 Swann Avenue, Suite 230
Tampa, Florida 33606~~

BC. The method of election and removal of directors and filling of vacancies, and the term of office of directors shall be as set forth in the By-Laws. The Board may delegate such operating authority to such companies, individuals, or committees as it, in its discretion, may determine, except as limited in the By-Laws.

Article 6. Officers. The affairs of the Association shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Association, and they shall serve at the pleasure of the Board of Directors. ~~The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:~~

| | |
|---|---|
| William L. Bishop | Thomas J. Sandridge, III |
| 1509 Swann Avenue, Suite 230 | 1509 Swann Avenue, Suite 230 |
| Tampa, Florida 33606 | Tampa, Florida 33606 |

~~Nancy E. Warnke
1509 Swann Avenue, Suite 230
Tampa, Florida 33606~~

Article 7. By-Laws. The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided by the By-Laws.

Article 8. Indemnification. To the fullest extent permitted by Florida law, the Association shall indemnify every officer, director, and committee member against any and all expenses, including counsel fees, reasonably incurred by or imposed upon such officer, director, or committee member in connection with any action, suit, or other proceeding (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which he or she may be a party by reason of being or having been an officer, director, or committee member. The officers, directors, and committee members shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual willful misfeasance, malfeasance, misconduct, or bad faith. The officers and directors shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association (except to the extent that such officers or directors may also be members of the Association), and the Association shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer, director, or committee member, or former officer, director, or committee member may be entitled.

Article 9. Dissolution of Association. The Association may be dissolved in the manner provided by Chapter 617, Florida Statutes; provided, however, the Association shall dispose of any real property contained within the common area of the Association only to an entity organized for the purpose of owning and maintaining such common areas. In the event of dissolution of the Association, control and responsibility for maintenance, together with all easements related thereto, shall be transferred to a governmental agency or another corporation not-for-profit or a similar organization.

Article 10. Amendments. These Articles may be amended as provided in Chapter 617.20, Florida Statutes, provided that no amendment shall be in conflict with the Declaration, and provided further that no amendment shall be effective to impair or dilute any rights of members that are governed by such Declaration.

Article 11. HUD/VA Approval. So long as there is a Class "B" membership (as described in Article III, Section 2, of the Declaration) and so long as HUD and/or VA is holding, insuring or guaranteeing any loan secured by property subject to the Declaration, the following actions shall require the prior approval of HUD and/or VA, respectively: annexation of additional property other than that described on Exhibit "s", dedication or mortgage of "common area" (as defined in the Declaration), merger or consolidation in which the Association is a participant, dissolution of the Association, or material amendment of these Articles.

Article 11.2. Registered Agent and Office. The initial registered office of the Association is was 1509 Swann Avenue, Suite 230, Tampa, Florida 33606, and the initial registered agent at such address is was William L. Bishop. The current registered agent of the Association is identified in the records of the Florida, Department of State, Division of Corporations, as Jonathan Ellis, Esq. and may be changed from time to time by a majority vote of the Board of Directors. The address for the current registered agent is 101 East Kennedy Blvd. Suite 2800, Tampa, Florida 33602. The current principal address of the Association is 10049 Parley Drive Tampa, Florida 33626 and the current mailing address for the Association is 4131 Gunn Highway, Tampa, Florida 33618.

Article 12.3. Incorporators. The name and address of the original incorporator (of the Association) are was:

William L. Bishop
1509 Swann Avenue, Suite 230
Tampa, Florida 33606

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.